

PEOPLES BANCORP INC
Form 4
February 14, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * LANDERS DONALD J

(Last) (First) (Middle)
138 PUTNAM STREET, P.O. BOX 738
(Marietta, OH 45750)

2. Issuer Name and Ticker or Trading Symbol
PEOPLES BANCORP INC [PEBO]

3. Date of Earliest Transaction
02/10/2005

5. Relationship of Reporting Person(s) to Issuer
(Select one)
___ Director ___ 10% Owner
___X___ Officer (give title below) ___ Other (specify below)
Controller & Chief Acctg. Off

6. Individual or Joint/Group Filing (Check Applicable Line)
___X___ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

MARIETTA, OH 45750

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table with 7 columns: 1. Title of Security (Instr. 3), 2. Transaction Date (Month/Day/Year), 2A. Deemed Execution Date, if any (Month/Day/Year), 3. Transaction Code (Instr. 8), 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5), 5. Amount of Securities Beneficially Owned (Instr. 3 and 4), 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4), 7. Nature of Ownership (Instr. 4). Includes sub-headers for (A) or (D) and Code V Amount (D) Price.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise, 3. Transaction Date (Month/Day/Year), 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative, 6. Date Exercisable and Expiration Date (Month/Day/Year), 7. Title and Amount of Underlying Securities (Instr. 3 and 4).

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 27.38	02/10/2005			A		328		02/10/2008	02/10/2015	Common Stock	328
Incentive Stock Option (right to buy)	\$ 24.057								06/30/2006 ⁽¹⁾	06/30/2013	Common Stock	2,200
Incentive Stock Option (right to buy)	\$ 28.66								02/12/2007	02/12/2014	Common Stock	231

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANDERS DONALD J 138 PUTNAM STREET P.O. BOX 738 MARIETTA, OH 45750			Controller & Chief Acctg. Off	

Signatures

Donald J.
Landers 02/14/2005

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) 25% annual vesting beginning 3 years after date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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